

RECORDATION NO. 14098-D FILED

SEP 4 '98

10-55 AM

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SUITE 200
WASHINGTON, D.C.

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OF COUNSEL
URBAN A. LESTER

September 4, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 14098.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

SEP 4 10 51 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

County Parts - Betty G. Jones

Mr. Vernon A. Williams
September 4, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

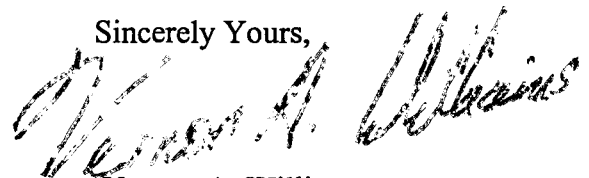
DATE: 9/4/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 9/4/98 at 10:55AM ✓, and

assigned recordation number(s). 11303-E, 14098-D, 14187-A, 14241-G, 14327-B, 14639-G,
14867-C, 14891-G, 14993-F, 15596-G, 16288-B, 16500-C,
16553-C, 16946-E, 16947-E, 17348-F, 17349-F, 17350-F,
18132-F, 18133-F, 18134-A, 18357-J, 18449-A, 18870-B,
19487-F, 19488-F, 19489-C, 19623-D, 19708-A, 20034-F,
20035-F and 20036-C.

Sincerely Yours,

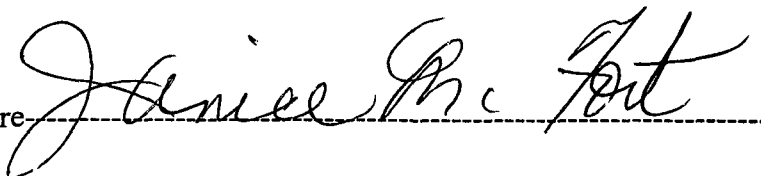

Vernon A. Williams

Enclosure(s)(32)

832.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



RECORDATION NO. 14098-D FILED

SEP 4 '98

10-55 AM

STATEMENT OF NEW REPORTING MARKS dated as of
September 1, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania
corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A
hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A
hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified
in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of
railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation
Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule
A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment
have been assigned and granted as security by the Lessor, pursuant to that certain
agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security
Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called
the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface
Transportation Board or the Interstate Commerce Commission on the date specified in
Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of
Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject
Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail
or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the
same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the
United States Code to show for the public record both such reporting marks, and to
preserve the protection of the rights afforded to the Lessor and the Secured Party in the
Subject Equipment by said section 11301, when, if, as and whether such reporting marks
are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McShadler

SCHEDULE A

Item 1, Lease:

dated as of May 1, 1983

Item 2, Lessor:

U. S. Trust Company, 114 West 47th Street, New York, NY 10036,
acting not in its individual capacity but solely as trustee for General Electric
Credit Corporation under that certain Trust Agreement dated as of
May 1, 1983

Item 3, date of recordation of lease:

July 14, 1983

Item 4, recordation number of lease:

14098

Item 5, Security Agreements:

dated as of May 1, 1983

Item 6, Secured Party:

The Bank of New York, 101 Barclay Street, New York, NY 10286 as
successor to Mercantile-Safe Deposit and Trust Company, Two Hopkins
Plaza, P. O. Box 2258, Baltimore, MD 21203

Item 7, date of recordation of Security Agreements:

July 14, 1983

Item 8, recordation number of Security Agreements:

14098

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

CR 5000
CR 5003
CR 5004
CR 5006
CR 5008
CR 5010
CR 5014
CR 5019
CR 5020
CR 5021
CR 5022
CR 5026
CR 5027
CR 5030
CR 5032
CR 5035

PRR 3600
PRR 3601
PRR 3602
PRR 3603
PRR 3604
PRR 3605
PRR 3606
PRR 3607
PRR 3608
PRR 3609
PRR 3610
PRR 3611
PRR 3612
PRR 3613
PRR 3614
PRR 3615

CR 5036
CR 5037
CR 5039
CR 5040
CR 5042
CR 5043
CR 5047
CR 5048
CR 5051
CR 5053
CR 5054
CR 5055
CR 5056
CR 5057
CR 5058
CR 5059

PRR 3616
PRR 3617
PRR 3618
PRR 3619
PRR 3620
PRR 3621
PRR 3622
PRR 3623
PRR 3624
PRR 3625
PRR 3626
PRR 3627
PRR 3628
PRR 3629
PRR 3630
PRR 3631

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

CR 5001
CR 5002
CR 5005
CR 5007
CR 5009
CR 5011
CR 5013
CR 5015
CR 5018
CR 5023
CR 5024
CR 5025

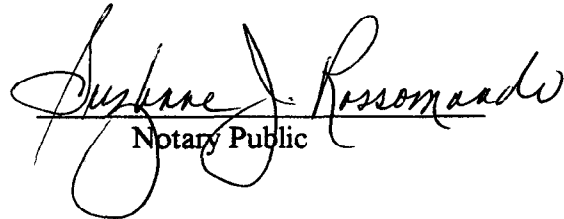
NYC 5783
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CR 5029
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CR 5041
CR 5044
CR 5046
CR 5049
CR 5050
CR 5052

NYC 5795
NYC 5796
NYC 5797
NYC 5798
NYC 5799
NYC 5800
NYC 5801
NYC 5802
NYC 5803
NYC 5804
NYC 5805

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this *1st* day of September 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:

NOTARIAL SEAL
Suzanne J. Rossomando, Notary Public
City of Philadelphia, Phila. County
My Commission Expires June 28, 1999